

AUDIT COMMITTEE CHARTER

Section 1 – Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of the Bank of the Philippine Islands (BPI). It shall monitor and evaluate the adequacy and effectiveness of the internal control system, including financial reporting control and information technology security.¹ It shall provide oversight over the:

- Financial reporting, systems of internal controls, risk management and governance process of the Bank
- Internal auditors and external auditors
- Monitoring of compliance with applicable laws, rules and regulations
- Review conducted by the Bangko Sentral ng Pilipinas (BSP)

The Audit Committee shall report regularly to the Board regarding the execution of the Audit Committees’ duties, responsibilities, activities, and any issues encountered and any recommendations.²

Section 2 – Committee Membership

The Audit Committee shall be composed of at least three (3) Directors who are non-executive Board members³, two (2) of whom shall be independent directors including the chairman, preferably with accounting, auditing or related financial management expertise or experience. The chairman of the Audit Committee shall not be the chairman of the Board or of any other committees². The Chief Executive Officer, Chief Financial Officer and/or Treasurer, or officers holding equivalent positions shall not be appointed as members of the Audit Committee³.

The selection and appointment of the Audit Committee members, including its Chairman shall rest with the Board in accordance with the existing rules and regulations.²

New Audit Committee members shall be oriented on the Audit Committees’ authorities/duties/ responsibilities and shall be provided with an overview of the company’s internal control organization and risk management systems. The Audit Committee shall also ensure that all members are provided with regular and timely updates on changes in regulatory environment, accounting standards, and best practices in corporate governance and industry.²

Section 3 – Meetings

The Audit Committee shall meet regularly, preferably once a month, at such date, time, and place to be fixed by the Committee. Special meetings shall be convened by any member of the Audit Committee or the Chief Audit Executive anytime as the need arises. The Audit Committee shall meet with the Board of Directors at least twice a year without the presence of the Chief Executive Officer or other management team members, and periodically meets with the head of Internal Audit².

The Chief Audit Executive, in consultation with the Secretary of the Board and/or external auditors, shall be responsible for determining meeting agendas and attendees, subject to the overall authority of the Committee. The Committee may request any officer or employee of the Bank, outside counsels, external auditors, or consultants to attend a meeting of the Committee or to meet with any members of the Committee.

The Secretary of the Board, or in his absence, the Assistant Secretary to the Board, shall act as the Secretary of the Committee.

¹ BPI Corporate Governance/SEC Code of Corporate Governance Series of 2009/2012/2016 and BSP Circular 749 as Amended by Circular 757

² SEC Code of Corporate Governance Series of 2009/2012/2016

³ BSP Circular 749 as amended by Circular 757

Section 4 – Committee Authority

The Committee is empowered by the Board to:

- a. Investigate any matter within its terms of reference.³
- b. Seek any information it requires from employees, all of whom are directed to fully cooperate with the Committee's requests.³
- c. Obtain assurances, and when appropriate, reports from Bank officers, external auditors, or outside counsel.
- d. Obtain professional advice at the Bank's expense, and secure the attendance of outsider with relevant experience/expertise whenever deemed necessary.²
- e. Invite any director or executive officer to attend its meetings.³
- f. Secure adequate resources to enable it to effectively discharge its functions.³
- g. Provide oversight over the Audit Committees of subsidiaries.

Section 5 – Duties and Responsibilities

The Audit Committee shall have the following duties and responsibilities.

5.1. General Procedures

- a. Review and reassess the adequacy of this Charter at least annually and submit the revised Charter, if any, to the Board of Directors for re-approval.
- b. Undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter. The entire assessment process shall be documented and shall form part of the records of the Bank.²
 - i. The Audit Committee shall rate its overall level of compliance based on a clear set of criteria based on the self-assessment guidelines.
 - ii. The results of the assessment shall be validated by the Bank's Compliance Officer or the Corporate Governance Committee.²
 - iii. A feedback mechanism shall be in place to receive comments from management, internal auditor, general counsel, and external auditor to facilitate dialogue within the organization about possible ways to improve its performance.²
- c. Ensure that a review of the effectiveness of the institution's internal controls, including financial, operational and compliance controls, and risk management, is conducted at least annually.²

5.2. Internal Audit

- a. Periodically review and approve the Internal Audit Charter.
- b. Recommends the appointment of the Chief Audit Executive, who shall report directly to the Audit Committee, including his/her replacement, reassignment, or dismissal. Formally evaluate the performance of the Chief Audit Executive following the guidelines set forth by BPI for evaluating the performance of other officers.

² SEC Code of Corporate Governance Series of 2009/2012/2016

³ BSP Circular 749 as amended by Circular 757

It shall also maintain internal auditors with sufficient knowledge, skills, experience and professional certifications to effectively discharge its functions.²

- c. Review the internal audit function of BPI including its independence and the authority of its reporting relationships. Ensure that the Chief Audit Executive is not dependent on any Bank executive or operating officer for the security of his or her position. Additionally, to ensure that the Chief Audit Executive has access to the Board, on a confidential basis, and that the Internal Audit is independent of Bank management, both by intent and actual practice.
- d. Review and approve the annual internal audit risk assessment and plan, including the audit scope and frequency, and any significant changes to the internal audit plan.¹ It shall also review at the end of calendar year, the implementation of the approved internal audit plan. . The Audit Committee should also approve the terms and conditions for outsourcing internal audit services, if any.
- e. Review the final audit reports prepared by the Internal Audit for matters deemed significant by the Chief Audit Executive and ensure that senior management is taking necessary corrective actions in a timely manner to address the weaknesses, non-compliance with policies, laws and regulations and other issues identified by auditors.³
- f. Ensure that internal auditors have free and full access to all the Bank's records, properties and personnel relevant to and required by its function and that the Internal Audit shall be free from interference in determining its scope, performing its work and communicating its results.
- g. Ensure that Internal Audit complies with The Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing and Code of Ethics*.²

5.3. External Audit

- a. Recommends to the Board of Directors the appointment, re-appointment, and removal of a BSP-accredited external auditor for the purpose of preparing or issuing an audit report or related work. The appointment, re-appointment, and removal of the external auditor must be ratified by the shareholders.² Assess the external auditor's effectiveness, integrity, independence and objectivity, ensuring that key partners are rotated at appropriate intervals; and remove the external auditors if circumstances warrant. The Committee shall oversee the resolution of disagreements between management and the external auditors in the event that they arise.
- b. Review with the internal auditor the scope of the proposed external audit for the current calendar year, considering the coordination of internal and external audit procedures to promote an effective use of resources and ensure a complete but non-redundant audit.
- c. Approve all audit and non-audit services, including its fees, to be provided by the external auditor to the Bank and its subsidiaries. The Committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to its independence. The non-audit work, if allowed, shall be disclosed in the Bank's annual report and Annual Corporate Governance report².

Review the external audit fees and recommend it for approval by the Board. Approved external audit fees must be ratified by the shareholders².

¹ BPI Corporate Governance/SEC Code of Corporate Governance Series of 2009/2012/2016 and BSP Circular 749 as Amended by Circular 757

² SEC Code of Corporate Governance Series of 2009/2012/2016

³ BSP Circular 749 as amended by Circular 757

- d. In accordance with BSP Circular 245 Series of 2000, the Committee should ensure that:
- 1) No external auditor may be engaged by the Bank if he had or was committed to acquire any direct or material indirect financial interest in the Bank, or if his independence is considered impaired under the circumstances specified in the Code of Professional Ethics for Certified Public Accountants. In the case of a partnership, this limitation shall apply to the partners, associates and the auditor-in-charge of the engagement.
 - 2) The external auditor and the members of the audit team do not have/shall not have outstanding loans or any credit accommodation (except credit card obligations) with the Bank at the time of signing the engagement and during the engagement.
 - 3) The external auditor and the members of the audit team adhere to the highest standards of professional conduct, including integrity and objectivity by the external auditor and members of the audit team.
- e. Ensure that external auditors have free and full access to all the Bank's records, properties, and personnel to enable them to perform their audit functions.²

5.4. Financial Statements and Disclosure Matters

- a. Review and discuss with management the quarterly, half year financial reports, and with the external auditor, the annual financial statements before submission to the Board, focusing on changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, going concern assumptions, compliance with accounting standards/ financial reporting regulation² , and compliance with tax, legal and stock exchange requirements;
- b. Review and discuss with management and the external auditor significant financial reporting issues and judgments made in connection with the preparation of the BPI's financial statements, including any significant changes in the BPI's selection or application of accounting principles, any major issues as to the adequacy of the BPI's internal controls, unusual or complex transactions including all related party transactions², and any special steps adopted in light of material control deficiencies.
- c. Review with the external auditor any problems or difficulties encountered and management's response; review the external auditor's attestation and report on management's internal control report, and hold timely discussions with the external auditors regarding the following:
 - 1) All critical accounting policies and practices;
 - 2) All alternative treatments of financial information within generally accepted accounting principles (GAAP) and the International Accounting Standards (IAS) that have been discussed with management, implications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor;
 - 3) Other material written communications between the external auditor and management including, but not limited to, the management letter, audit adjustments, and schedule of unadjusted differences;
 - 4) An analysis of the auditor's judgment as to the quality of the BPI's accounting principles, setting forth significant reporting issues and judgments made in connection with the preparation of the financial statements.

² SEC Code of Corporate Governance Series of 2009/2012/2016

- d. Receive and review reports of external auditors, including reports of regulatory agencies, and ensure that management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies.

5.5. Internal Controls

- a. Ensure that a review of the internal auditors' evaluation of the effectiveness of the Bank's internal controls, including financial, operational, information technology², and compliance controls, and risk management, is conducted at least annually.³
- b. Discuss with management the Bank's major risk exposures and the steps management has taken to monitor and control such exposures, including the Bank's risk assessment and risk management processes, policies, controls and governance processes.
- c. Oversee the quality of compliance by operating management in their performance of the following tasks:
 - 1) Employing the proper documentation to ensure enforceability of rights and contracts.
 - 2) Employing appropriate technology and operating hardware and software systems to ensure the proper recording, storage, retrieval and analysis of transaction data;
 - 3) Installing the appropriate control mechanisms, systems and processes (e.g., policy manuals, risk measurement and control systems, performance reports, internal audit programs, reviews, and reports, external audit program and reports, etc.) to ensure the identity & authority of counterparties, the validity and integrity of transactions and data, and the competent management of risks;
 - 4) Ensuring the preparation and implementation of contingency plans to ensure business continuity in the event of any major crisis;
 - 5) Ensuring the alignment of financial accounting, measurement, reporting and auditing methodologies and practices with international standards and best practices;
 - 6) Ensuring full compliance with the law and regulations and the specific requirements of the BSP, SEC, OIC, AMLC and other regulatory bodies, where applicable.
- d. Ensure that the Bank maintains its compliance with the international standards on accounting processes, practices, and methodologies.
- e. Ensure sound operation of a transparent financial management system that will ensure the integrity of internal control activities throughout BPI through a procedures and policies handbook that will be used by the entire organization;
- f. Ensure that the Bank has a framework for fraud prevention and detection including whistle-blower policy/program by which officers and staff shall, in confidence, raise concerns about possible improprieties or malpractices in matters of financial reporting, internal control, auditing or other issues to persons or entities that have the power to take corrective action. It shall ensure that arrangements are in place for the independent investigation, appropriate follow-up action, and subsequent resolution of complaints.³

³ BSP Circular 749 as amended by Circular 757

5.6 Compliance Function

- a. Oversee the Compliance System by periodically reviewing the Bank's compliance policy⁴.
- b. Review the quarterly update prepared by the Compliance and AML Unit to evaluate the extent to which the bank is managing its risks. It shall ensure that senior management is taking necessary corrective actions in a timely manner to address the compliance issues⁴.
- c. Review and approve the annual Compliance and AML Unit work plan, including scope and frequency. It shall also review the implementation of the approved work plan.

Section 6 – Support

The Internal Audit of BPI shall support the Audit Committee in the rendition of its function.

⁴ BSP Circular 747/BPI Compliance Policy